
US EXECUTIVE APPROVAL FORM

CUSTOMER NAME: Zions Bancorporation

April 22, 2003

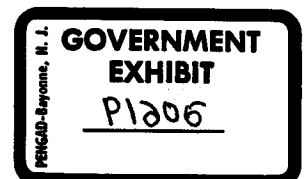
SECTION I - Approval Requests:

HQAPP Requests:

- 1) License the 10% minimum of Employee Users based on the total employees of all 7 Zion's subsidiaries. This increases the basis for Employee Users minimums to 8700 employees. Professional Users will still follow the 10% license minimum for only 3 of 7 subsidiaries. The basis for the Professional User minimum will be 5700 Employees. Contractually this means we are modifying Section 8, Minimum E-Business Suite Licensing Requirements, to allow Zions Bancorporation's centralized corporate purchasing access to the Ebusiness Suite Employee User.

Previously approved April 17, 2003:

- 1) Discount E-Business Suite up to a worst case of 70%.
 - a) Worst Case Blended Discount (Tech + Apps) of 61%, if E-Business Suite direction selected.
 - b) Worst Case Apps 70%, Worst Case Tech 40%
 - c) Contract draft at Apps 64%, Tech at 32%
- 2) 2-year price hold at 50% off E-biz Suite pricing on orders with List License > \$50K.
- 3) Non-standard language. Allow for annual true up of apps and tech licenses.
- 4) Non-standard license. Zion's is purchasing a license for 20 Application Users of Budgeting and Planning. We are requesting to allow 1000 end users to access Budgeting and Planning once a year for 7 continuous business days. (we will add in the equivalent of the cost of 40 more users, at 70% discount - 36k - to get some value for this. But allow use for 1 week a year by 1000. per john schoenherr)
- 5) Non-standard migration request. Migrate on a Net-to-Net basis 1 Computer Web Specific Oracle Database SE Processor (Order #1001802/Order #6219086 & CSI #1149794). ELM cannot find this in any Oracle documentation. There were two other licenses that ELM had similar problems tracking down internally. The Net Fees Paid is \$6,254. Support renewal is \$1,375.88.
- 6) E-business Suite licensing for 3 of 7 wholly owned subsidiaries on this order form equating to 5700 employees out of 8644 total employees in Zions Bancorporation. Subs include Zions First National Bank, Vectra Bank of Colorado and Nevada State Bank.
- 7) Amend existing SLSA as follows:
 - a) Change the customer name from Zions Data Services Company to Zions Bancorporation.
 - b) Add the standard contract option that defines customer as customer's majority owned subsidiaries and minority owned subsidiaries listed on an attached exhibit.



- c) Carve out Infringement Indemnification from the second sentence of the Limitation of Liability section.
- 8) Changes to the standard assignment form as follows in **bold**. Redlined version attached. Changes drafted by Doug Konselman of Oracle legal.

ASSIGNMENT AND CERTIFICATION OF NON POSSESSION

Assignor represents and warrants **that they are Assignee's majority owned subsidiaries undergoing an internal reorganization that will result in Assignee acquiring the Oracle software programs and assuming the respective liabilities.** Assignor also represents and warrants that Assignor has not sold, assigned or otherwise transferred the Oracle software programs to another entity. By signing below, signatory further represents and warrants that he has the authority to make the above representation and sign on Assignor's behalf. Assignor hereby assigns to Assignee all its right, title and interest to the Software License and Services Agreement ("SLSA"), dated October 26, 1994 and any amendments or addenda thereto the agreement(s) between assignor and Oracle Corporation ("Oracle") and the license contained therein for Oracle programs, **effective upon payment, to Oracle, of the reinstatement fee of \$3274.52.** In addition, Assignor is assigning to Assignee the right to receive from Oracle Updates Subscription Service and Product Support for the following Program licenses.

<u>License</u>	<u>Quantity</u>	<u>License Type</u>	<u>CSI</u>	<u>Support End Date</u>
Oracle Database Standard Edition	2	Processors	3360578	24-Jan-2003
Oracle Database Standard Edition	20	Named User Plus	3696754	26-Dec-2003
Oracle Database Enterprise Edition	20	Named User	3361000	28-Jan-2003
Oracle Database Enterprise Edition	10	Named User	3632375	28-Jan-2003
Oracle Database Enterprise Edition	2	Processors	3290098	24-Oct-2003
Oracle Database Enterprise Edition	4	Processors	3301641	30-Nov-2003

Assignor also certifies that upon execution of the above assignment, **except as otherwise permitted by SLSA, as amended, Assignor** will discontinue use of all Oracle software programs and that all copies of such programs will be erased from Assignor's computer(s), whether partial or complete and whether or not merged with other programs. All documentation and other materials received from Oracle will be immediately transferred to Assignee.

ACCEPTANCE OF ASSIGNMENT

Assignee represents and warrants that it is the **majority owner of Assignor and is acquiring Assignor's Oracle software programs and assuming the respective liabilities through an internal reorganization.** By signing below, signatory further represents and warrants that he has the authority to make the above representation and sign on Assignee's behalf. Assignee hereby accepts the foregoing assignment and agrees to perform all duties and obligations to be performed by assignor under the above-mentioned agreement to the same extent as if it had been an original party thereto. **The annual fee for Updates Subscription Service and Product Support for the licenses assigned herein is \$58,718.00 and these technical support services are valid based upon the above table. The Updates Subscription Service and Product Support may be renewed subject to the terms of the SLSA.**

April 10, 2003:

HQAPP:

1. Allow license Assignment of expired CSIs #3360578, #3361000, #3632375.
 - a. Zion's will pay standard re-instatement fees on contract for new licenses that is expected to be signed this month.

April 7, 2003:**Tier 2 Requests (Runk):**

1. 1. 40% Price Hold for 1 year on orders with List License over \$50,000

Tier 3 Requests (Wellen):

1. 50% Worst Case Discount

SECTION II – Deal Summary:

Deal Summary	
Programs	Database EE, Partitioning, 9iAS, OFSA, E-business Suite
License Discount	Worst Case blended 62% (ebiz + 35%), Draft at Ebiz 65%, Tech 32%, Worst Case Suite 70%, Tech 40%
Support Discount	Worst Case blended 62% (ebiz + 35%), Draft at Ebiz 65%, tech 32% Worst Case Suite 70%, Tech 40%
Comp & Admin Discount	NA
Phased Implementation for Comp & Admin?	NA
Subset of Users	NA
Support Options/Holds	None
Price Holds	Worst Case 50% on list Ebiz orders over \$50K, Worst case 40% on tech
List License	\$4,283,030
List Support	\$ 942,266
List Comp & Admin	Na
Net License	\$1,670,381
Net Support	\$ 367,483
Net Comp & Admin	NA
Net Total Price	\$2,037,865
Price List Used	Feb. 2003

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	na
Date of Price List for price hold	na
When does price hold expire?	na
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	na
Name of Agreement if applicable	na

SECTION III - Justification:

Zions legal is very sensitive to compliance. Thus they want to ensure with ebusiness suite complete license usage clarity. The Bancorporation utilizes a centralized purchasing strategy that disregards the wholly-owned subsidiaries corporate boundaries just for purchasing. To

accommodate this we will license 10% of all employees of the Bancorporation with an employee license, which is 8,644 vs. the 10% of the three banks' employee count of 5700 which today utilize Oracle applications.

Previously Approved Justifications:

Zions is considering Siebel/S1 for CRM and is entertaining Metavante for Financial Data Warehouse. By migrating Zions to E-business suite instead of just licensing them for compliance we have a one time opportunity of a) Displacing third party software selections that have been made but not executed; b) Adding additional \$250K in application license fees; c) technology fees remain as previously approved

Migration to E-Business Suite at worst case 70% discount accommodates this financial services institution that will not use majority of suite software. Applicable modules include Marketing, Call Center, Self Service Purchasing, and Intelligence. Overall discounts required assuming new eBiz 2003 model equivalent to 88%; module pricing would equal 85-90% discounts depending on module mix.

Software applicable in suite is either already in play or competing against existing software selections justifying aggressive pricing.

Old E-business suite pricing necessary to allow self-service model and CRM competition.

Need for annual true up language is to formalize Zion's intent to stay compliant.

Customer definition necessary to accommodate corporate structure of the 8 person holding company with 7 wholly owned subsidiaries.

The changes to the assignment include the reinstatement fee and more accurately reflect the purpose for the assignment - internal reorganization instead of merger/sale of business units.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: Strategic Accounts, VP Steve Wellen 713 750 5097, RM Jim Rooney 425 637 3232, AM Derek Cordon 801 595 5810, AM (tech) Kevin Browne

R: *(leave blank for HQAPP to fill out)*

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details

Instructions - Fill in all sections completely.

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at

<http://esource.oraclecorp.com>

PRICING REQUIREMENTS – Refer to Price List and Price List Supplement for minimums and prerequisites.

PRICING SPREADSHEET – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.

MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.

Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.

General Information	
Contract requested by (4/17/03): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	April 17, 2003
Opportunity I.D. (OSO Number):	865266 tech/858471 apps 865266
Is this a ship order?	XX Yes
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	XX No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	XX No
Quote Valid Through (insert date):	April 18, 2003
Partner (insert name, if applicable)?	NA
VAD (insert name, if applicable)?	NA
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	NA
MIGRATIONS OR UPDATES:	XX Yes
PREMIUM SERVICES:	XX No
INCIDENT PACKS:	XX No

INTERNATIONAL: NASINFO or OGEHINFO.	XX No
Payment Terms:	Net 30 Other (Specify)
Referenced Agreement:	____ New OLSA XX Other (Specify) Existing SLSA dated Oct. 24, 1994

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	Zions Bancorporation
Business Address:	255 N. Admiral Byrd Rd.
City / State / Zip:	Salt Lake City, UT 84116
Customer Contract Admin:	Sheh Bertram
Phone #:	801-326-5776
Fax #:	801-326-5447
E-mail ID:	sbertram@zionsbank.com
Billing Contact:	Sheh Bertram
(Partner/VAD if Indirect):	na
Address:	Same
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Tax Status :	Exempt ____ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt <u> x </u>
Shipping Contact:	Ken Wood
Address:	same
City / State / Zip:	
Phone #:	801-326-5547
Fax #:	801-326-5447
E-mail ID:	kwood@zionsbank.com
Technical Support Contact:	Rod Pound
Address:	same
City / State / Zip:	
Phone #:	801-326-5515
Fax #:	801-326-5447
Email ID:	rpound@zionsbank.com

PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make: Sun
OS: Solaris
PROGRAMS: Database, Partitioning, 9iAS, OFSA, Financials

Applications	
Will applications be modified:	XX Yes
Will users be accessing modified Apps from the web:	XX Yes
Have all prerequisites been included:	XX Yes
Will users use Fast Forward RPM:	NA
Will applications be hosted:	XX No
Indicate database that Apps will run on:	
Indicate CSI for existing prerequisite database and tools:	See Migration Template

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	Derek Cordon
Technology Sales Manager	Kevin Browne
Account Executive	Derek Cordon
OracleDirect Rep	Aaron Wycke (tech), Warren Parti (apps)
Education Sales Rep	Victor Miller
Support Renewals Rep	Allison Kugler
Premium Support Rep	
Migrations Manager	Christina Schuler/Matt Kocina
Is there a teaming agreement?	XX Yes Kevin Browne/Dain Cilley
Requester:	Name: Derek Cordon Business Telephone: (801)595-5810 Cell Phone: (801)230-3503

